

626076

CERTIFICATE OF MERGER
of
COMMODORE BUSINESS MACHINES, INC.

and
COMMODORE DRY COPY, INC.

into
COMMODORE BUSINESS MACHINES, INC.

Under Section 904 of
The Business Corporation Law

The undersigned officers of ~~Commodore Business Machines, Inc.~~, a New York corporation, herein referred to as "CBM", and Commodore Dry Copy, Inc. a New York corporation, herein referred to as "CDC", said corporations being herein sometimes referred to as "the Constituent Corporations", on behalf of the Constituent Corporations do hereby certify that:

1. CBM is a corporation existing under the laws of the State of New York, having been incorporated on July 21, 1960 by a Certificate of Incorporation filed with the Department of State of the State of New York, under the name Herald-Superior Office Equipment, Inc. which name was changed by Certificate of Amendment filed with the Department of State of the State of New York on July 7, 1961 to Commodore Dry Copy, Inc. and has its principal office at 10 Anchor Street, Freeport, Nassau County, New York and is a wholly-owned subsidiary of Commodore Business Machines (Canada) Limited, a foreign corporation (herein sometimes referred to as "LTD".)

2. CDC is a corporation organized and existing under the laws of the State of New York, having been incorporated by a Certificate of Incorporation filed with the Department of State on May 21, 1962 and having its principal office at 10 Anchor Street, Freeport, Nassau County, New York and is a wholly-owned subsidiary of LTD.

3. CBM has an authorized capitalization of 750,000 shares, Class A Common Stock, 10 Cent Par; 250,000 shares, Class B Common Stock, 10 Cent Par; 5,000 shares Preferred Stock, \$ 100.00 Par; of which a total of 130,000 Class B shares and 5,000 Preferred shares are issued and outstanding and are all owned by LTD.

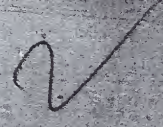
4. CDC has an authorized capitalization of 200 shares no par value, of which 10 shares are now issued and outstanding.

5. The Boards of Directors of each of the Constituent Corporations have determined that it is advisable that CDC be merged into CBM on the terms and conditions set forth in the Plan of Merger adopted by the Boards of Directors of the Constituent Corporations and in accordance with the applicable statutes of the State of New York.

6. A majority of the Board of Directors of each of the Constituent Corporations had adopted a Plan of Merger in accordance with the provisions of Section 902 of the Business Corporation Law and the same has been approved in writing by the sole shareholder of each of the Constituent Corporations in accordance with the provisions of Section 902 of the Business Corporation Law.

7. In consideration of the premises and the mutual agreements, covenants, and provisions set forth in the Plan of Merger, the parties hereto have agreed and do agree as follows:

(a) CDC shall be and hereby is merged into CBM in accordance with the applicable statutes of the State of New York. CBM shall be the surviving corporation and following the Merger its name shall continue to be CBM. The separate existence of CDC shall cease, and the existence of CBM shall continue unaffected and unimpaired by the merger with all rights, privileges and powers, and subject to all the duties and liabilities, of a corporations organized and existing under the Business Corporation Law of the State of New York and of each of the Constituent Corporations.



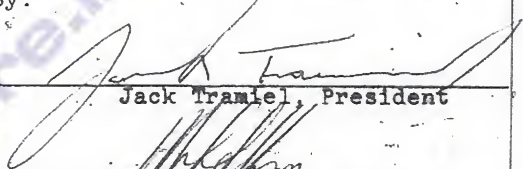
(b) The Certificate of Incorporation of CBM, as amended, shall continue to be its Certificate of Incorporation following the effective date of the merger, with the following change: Article Fourth of its Certificate of Incorporation is hereby amended to read as follows: The office of the corporation is to be located in the village of Freeport, County of Nassau, State of New York. The address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law is 10 Anchor Street, Freeport, New York.

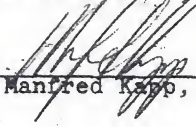
(c) The effective date of the merger shall be the date of filing of this Certificate of Merger with the Department of State of the State of New York.

IN WITNESS WHEREOF, we have signed this certificate on the 21st day of June, 1967 and we affirm the statements contained therein as true under penalties of perjury.



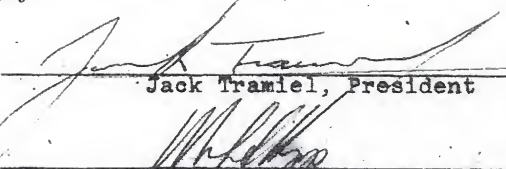
COMMODORE BUSINESS MACHINES, INC.
By:

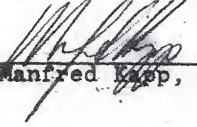

Jack Tramiel, President


Manfred Kapp, Secretary



COMMODORE DRY COPY, INC.
By:


Jack Tramiel, President


Manfred Kapp, Secretary

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Under Section 904 of
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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 27 1967

TAX \$ *none*
FILING FEE \$ *30*

John F. Conway

Secretary of State

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